

WANDA SPORTS GROUP COMPANY LIMITED

DISCLOSURE CONTROLS AND PROCEDURES POLICY

This document sets forth the policy of Wanda Sports Group Company Limited (the “**Company**” and, together with its subsidiaries and variable interest entities, the “**Group**”) with respect to disclosure controls and procedures generally, and specifically addresses the processes employed for recording, processing, summarizing, reviewing and, to the extent applicable, certifying the Company’s annual reports on Form 20-F, registration statements, and earnings releases, public disclosures about material acquisitions or dispositions, press releases, correspondence containing financial information broadly disseminated to security holders and other reports or communications (collectively, the “**Covered Reports**”) made public or otherwise required to be filed or submitted under the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “**Exchange Act**”), under cover of a Form 6-K or otherwise, the Nasdaq Stock Market rules and any other applicable regulatory requirements (collectively, the “**Applicable Requirements**”).

The Company has established a Disclosure Committee to manage its disclosure and certification process relating to its Covered Reports.

Purpose. The Company has established a Disclosure Committee to:

- supervise the preparation of, and be responsible for the disclosures contained in, the company’s Covered Reports; and
- monitor and evaluate the effectiveness of the Group’s disclosure controls and procedures.

In performing these functions, the Disclosure Committee should seek to ensure that the Group’s internal communications and other procedures operate so that important information flows to the appropriate collection and disclosure points in a timely manner, allowing the Company to file its Covered Reports within the time periods specified in the Applicable Requirements and enabling the Group’s Chief Executive Officer and Chief Financial Officer to discharge their responsibilities in making the certifications required under the Applicable Requirements.

The Disclosure Committee will report directly to the Group’s Chief Executive Officer and Chief Financial Officer.

Composition. The members of the Disclosure Committee are appointed from time to time by the Group’s Chief Executive Officer and Chief Financial Officer and shall be comprised of the Chief Financial Officer of the Group, the chief financial officer of each of the Group’s business units and other key business, accounting, securities, investor relations and personnel involved in preparing the Covered Reports. The Group’s Chief Executive Officer or Chief Financial Officer may change the composition of the Disclosure Committee from time to time.

The Disclosure Committee’s chairperson will be the Group’s Chief Financial Officer or such other officer of the Group designated by the Group’s Chief Executive Officer or, if the position is

vacant, the members of the Disclosure Committee will elect a chairperson by a vote of the majority of the full Disclosure Committee.

The Disclosure Committee will be assisted in the performance of its duties by appropriate management, operational, legal and financial personnel from each of the Group's operating segments and principal support functions (*i.e.*, internal audit, human resources, risk management, legal and accounting). These personnel will assist in the preparation and review of disclosure within their particular areas of operation, expertise or competence, as the case may be, and will be available for such other support functions as members of the Disclosure Committee may determine are necessary or appropriate in the fulfillment of their duties.

Education and Training. Each person involved in the preparation of the Company's Covered Reports, whether a member of the Disclosure Committee or otherwise participating in the preparation of the Company's disclosures, should be comfortable that he or she understands all of the important elements of each Covered Report, and should ask questions about anything he or she does not understand. Each such person should also be comfortable that he or she has been provided with sufficient information and training to permit such person to properly fulfill his or her responsibilities. In this regard, members of the Disclosure Committee should have a general understanding of legal and accounting rules and regulations and other factors that impact disclosures contained in the Covered Reports, including rules and regulations of the Securities and Exchange Commission (the "SEC") governing public company reporting, applicable Nasdaq Stock Market rules, particular issues affecting the Group and the markets in which it operates, the concept of "materiality" under the Applicable Requirements and how to apply it. Other persons participating in the preparation of the Company's disclosures should have some understanding or training as is necessary or appropriate to fulfill their role in the disclosure process.

Management is responsible for designing, establishing and maintaining effective disclosure controls and procedures.

Management, under the leadership of the Group's Chief Executive Officer and Chief Financial Officer, is responsible for designing, establishing and maintaining the Company's disclosure controls and procedures, including this policy.

Specifically, the Company's disclosure controls and procedures should be designed to:

- ensure timely collection and evaluation of information potentially subject to disclosure under the requirements of Regulation S-K (non-financial information), Regulation S-X (financial information) and the related SEC disclosure forms;
- capture information that is relevant to an assessment of the need to disclose developments and risks that pertain to the Group's businesses; and
- cover information that must be evaluated in the context of the disclosure requirement of the Exchange Act, which provides that "in addition to the information expressly required to be included in a statement or report, there shall be added such further material information, if any, as may be necessary to make

the required statements, in the light of the circumstances under which they were made, not misleading.”

Covered Reports should be prepared by management under the leadership of the Group’s Chief Executive Officer or Chief Financial Officer and the supervision of the Disclosure Committee, in compliance with the Company’s disclosure controls and procedures.

Covered Reports will be prepared by management under the leadership of the Group’s Chief Executive Officer or Chief Financial Officer and the supervision of the Disclosure Committee.

At the outset of each fiscal year, timetables and allocation of responsibilities for the preparation and dissemination of Covered Reports should be established by management and communicated to all participants in the disclosure process.

These timetables should permit:

- responsible persons a reasonable amount of time to compile and prepare information required to be disclosed in the Covered Reports;
- the Disclosure Committee to function appropriately in accordance with the policies and procedures specified herein; and
- the Disclosure Committee, the Group’s Chief Executive Officer and the Chief Financial Officer sufficient time to review the Covered Reports as provided in this policy and critically assess the overall material accuracy and completeness of the Company’s disclosure, while at the same time permitting the timely filing of each Covered Report.

Management will be responsible for the gathering evaluation and review of the information for the preparation of the Covered Reports. The Disclosure Committee will supervise the preparation of the Covered Reports by management. Each Covered Report should be prepared and reviewed in accordance with the timetables and procedures established by management, including those set forth in Exhibit A hereto with respect to the Company’s periodic reports.

The Disclosure Committee will monitor compliance with such timetables and procedures. In addition, the Committee will periodically review and reassess such timetables and procedures and make recommendations to management regarding any changes that it recommends.

The Group’s Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, should review the Covered Reports.

The Group’s Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, will review the Covered Reports, including the substantive disclosures of the Covered Reports.

In discharging its responsibilities, the Disclosure Committee may designate two or more members, at least one of whom shall be knowledgeable about the Applicable Requirements with respect to disclosures and at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve Covered Reports (other than Forms 20-F and registration statements) when time does not permit the full Disclosure Committee to act. Those reports will also be reviewed by either the Group’s Chief Executive Officer or the Chief Financial Officer.

In reviewing the Covered Reports, such persons should give due consideration to the materiality of the information contained therein.

In their review of each Covered Report, such persons will confirm that (i) such Covered Report does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements made in such Covered Report, in light of the circumstances under which they were made, not misleading; and (ii) the financial statements and other financial information included in the Covered Report “fairly present” in all material respects the financial condition, results of operations and cash flows of the Group as of, and for, the periods presented in the Covered Report.¹

Reviewing each Covered Report carefully is important for:

- determining what questions to ask as part of the review process;
- ultimately making the certifications, if applicable, required by the applicable Covered Report (see “Item 6. Certifications” below); and
- establishing a defense to any future adverse proceedings.

Certain areas of the Company’s disclosure may merit particular consideration. To identify these areas, the following questions should be considered:

- What disclosure issues in preparing the Covered Report were considered “sensitive” or gave rise to questions in the past? In discussing similar issues, where does the Company’s disclosure differ from comparable companies? Where have other comparable companies experienced problems?
- Have there been any disagreements with the auditors? What areas do internal audit reports identify as problems? Have there been any significant audit adjustments?
- Has any employee, analyst or other person raised issues concerning accounting or other disclosure matters?

¹ According to the SEC, the “fairly presents” standard is meant to encompass the selection and proper application of accounting policies, the disclosure of financial information that is informative and reasonably reflects the underlying events and the inclusion of other information necessary to give investors a materially accurate and complete picture of the issuer’s financial condition, results of operations and cash flows.

- What has management said with respect to its business, both publicly and internally?
- Have any issues of a legal or regulatory nature arisen?
- Have any issues arisen specifically relating to variable interest entities?
- Have any issues arisen since the time of filing a prior Covered Report that would make the prior Covered Report inaccurate or incomplete at the time it was filed?
- Do any of the members of the Disclosure Committee know of any reason why the Group's Chief Executive Officer or the Chief Financial Officer should not sign the requisite certifications?

Each Covered Report should be discussed with the Company's independent registered public accounting firm.

The Group's Chief Executive Officer and Chief Financial Officer, together with appropriate members of management and the Disclosure Committee, should discuss each Covered Report with the Company's independent registered public accounting firm to obtain their views on, and comfort with respect to, the disclosures contained therein.

The matters to be discussed shall include: (a) the methods used to account for significant or unusual transactions; (b) the effect of significant accounting policies in emerging areas for which there is a lack of authoritative guidance or consensus; (c) the process used by management in formulating accounting estimates and the basis for the auditor's conclusions regarding the reasonableness of those estimates; and (d) disagreements with the Company's independent registered public accounting firm over the application of accounting principles, the basis for management's accountings estimates and the disclosures in the financial statements.

All significant deficiencies in the design or operation of the Company's internal controls that could adversely affect its ability to record, process, summarize and report financial data and identify any material weakness in internal controls should be disclosed to the Company's independent registered public accounting firm. In addition, any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls should be disclosed to such firm.

Each Covered Report should be discussed with the Audit Committee.

The Group's Chief Executive Officer and Chief Financial Officer, together with appropriate members of management and the Disclosure Committee, should discuss with the Company's Audit Committee each Covered Report, the disclosure and internal controls and procedures that have been undertaken to support the disclosure contained in the Covered Report and the related certifications, if any, and any issues that have arisen in connection with the preparation and review of the Covered Report. This meeting should take place sufficiently in advance of the filing deadline or public release to allow for a full discussion of the results of the review and for

resolution of any questions, concerns or suggestions raised by the Audit Committee after reviewing the Covered Report and the certifications.

The Audit Committee should be asked about its review of each Covered Report:

- Were the obligations of the Audit Committee with respect to the report, as set out in its Charter, satisfied?
- Did the Audit Committee or the Company's internal or outside auditors identify any significant issues, and if so, how were they resolved?
- Did management provide the Audit Committee with all the information it needed or requested?

All significant deficiencies in the design or operation of the Company's internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and identify any material weakness in internal controls should be disclosed to the Audit Committee. In addition, any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls should be disclosed to the Audit Committee.

Certifications.

The Group's Chief Executive Officer and Chief Financial Officer will be required to make the certifications called for by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 in connection with each of the Company's annual report on Form 20-F. The forms of such certifications are attached as Exhibit B and Exhibit C hereto.

In connection with preparing and delivering such certifications, the Group's Chief Executive Officer and Chief Financial Officer should:

- Carefully review the Group's financial results and how they were prepared.
- Speak to the Group's senior accounting officers, with particular attention given to any material discretionary issues and accounting policies under generally accepted accounting principles.
- Carefully review the non-financial statement information in the remainder of the report, especially the Management's Discussion and analysis of Financial Condition and Results of Operations ("MD&A"). Discuss the report with the principal authors of the MD&A and the descriptions of the Group's businesses. Focus on the information included in the report and review any matters excluded from the report, with attention to any material discretionary judgments. Focus not only on historical results, but on possible trends and the adequacy of forward-looking disclosure concerning such trends. Also address the critical accounting estimates and the underlying assumptions.

- Carefully review:
 - the selection of appropriate accounting policies;
 - the proper application of appropriate accounting policies;
 - the disclosure of financial information that is informative and reasonably reflects the underlying transactions and events; and
 - the inclusion of any additional disclosures necessary to provide investors with a materially accurate and complete picture of financial condition, results of operations and cash flows.
- Discuss the report with the Group's in-house or external disclosure counsel. Ask counsel to confirm that the report meets the form requirements of the Exchange Act referred to in the certification.
- Review with the appropriate officers responsible for internal controls the procedures that were followed in preparing the report. Review a list of the persons from whom information was gathered and to whom the draft report was circulated. Consider whether information was gathered from the persons best able to provide it and whether the report was circulated to the persons best able to assure its accuracy and completeness. Assess the adequacy of the time and resources devoted to the preparation of the report.
- Review the Company's internal control over financial reporting with officers responsible for maintaining such controls, including any changes to the nature and scope of procedures relating to internal controls. Review issues raised by the Company's auditors regarding the Company's internal control over financial reporting. Consider how such issues, or any other issues raised concerning weaknesses in the financial and reporting systems or internal controls, have been addressed. Inquire about any impact that the Group's growth, internal reorganization or changes in accounting standards may be having on the effectiveness of the Group's controls.
- Identify issues that are worth further consideration. Consider issues raised in past SEC comment letters, issues identified by the Company's auditors, issues raised internally involving the disclosure and financial reporting process, judgments or discretion and issues raised by analysts or others outside the Group. Think about where mistakes would be most likely to occur and where comparable companies have had problems.
- Meet with the Company's independent registered public accounting firm so that they can share any additional views or thoughts that they may have. Ask them about adjustments to the Company's financial statements that they have recommended. Ask if there are any alternative treatments that the Company should be considering in preparing its financial statements. Review with them the

SEC's "hot-button" accounting issues (*e.g.*, earnings management, off-balance sheet transactions, related party transactions) and disclosure issues (*e.g.*, pro forma figures) and any other accounting or disclosure issues receiving attention in the Company's industry.

- Meet with the Company's Audit Committee, and with the Company's full Board of Directors if necessary, to understand any questions or concerns that they may have identified concerning the Company's disclosure and financial reporting systems, internal controls, risk assessment and risk management policies, auditor independence and effectiveness, financial statements and other public disclosure, or any related matters.
- Review the representation letters delivered by officers of the Company to the outside auditors.

The Group's Chief Executive Officer and Chief Financial Officer may request each member of the Disclosure Committee and certain other officers and employees of the Group to provide them with a certification substantially in the form attached as Exhibit D hereto in connection with each of the Company's annual report on Form 20-F or as otherwise requested by the Group's Chief Executive Officer or Chief Financial Officer in connection with the preparation of any Covered Report. **The Group's Chief Executive Officer and Chief Financial Officer should review and evaluate the Company's controls and procedures with the Disclosure Committee and other members of management.**

Review and Evaluation of Disclosure Controls and Procedures. The Group's Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, should review and evaluate the effectiveness of the Company's disclosure controls and procedures each quarter in accordance with the Applicable Requirements, giving due consideration to areas that are the most sensitive or that have a higher risk-profile and warrant particular attention. The Company's Board of Directors should review the results of these evaluations annually.

In evaluating the substance of the disclosure controls and procedures, as well as their implementation, sufficient time should be allowed to ensure that any deficiencies or unexpected developments can be corrected prior to the assessment that forms the basis of certification and to permit review by the Group's Chief Executive Officer and the Chief Financial Officer for purposes of certification. The persons performing the evaluation should be mindful that the purpose of the disclosure controls and procedures is to ensure that information required to be disclosed is recorded, processed, summarized and reported to management on a timely basis.

In evaluating the disclosure controls and procedures, consideration should be given to the following:

- Inaccuracies or omissions identified during the review phase of the reporting process to determine the source and cause. Any pattern in the errors should be identified and addressed. An additional general review of the Company's past

disclosure with the benefit of “20-20 hindsight” should also be used to identify areas of concern.

- Any comments received from the SEC staff on the Company’s filings. Questions asked by investors and analysts (especially recurring questions or patterns) should also be identified and addressed.
- The sources used in the gathering process, including an evaluation of the people involved, to ensure that they continue to be the best source for information as personnel and responsibilities change and to ensure that they devote adequate time and attention to the disclosure process.
- The adequacy of the time allowed for each step of the process, including the necessary reviews.
- Whether these controls and procedures take into account changes or clarifications since the most recent evaluation in, among other things:
 - the Group’s industry generally and business in particular;
 - the Group’s organizational structure;
 - the individuals responsible or otherwise involved in the disclosure process; and
 - legal and accounting requirements applicable to the Group.
- Whether these disclosure controls and procedures are designed to accumulate all material information and timely communicate such information to management.
- Whether there are any weaknesses in the disclosure controls and procedures and how these weaknesses are being addressed by management and the Disclosure Committee.
- Whether adjustments are necessary and when they will be implemented and become effective.
- Whether these disclosure controls and procedures operate effectively in accumulating and timely communicating the information.
- Whether important information flows to appropriate collection and disclosure points in a timely manner.
- Whether the information is made known to the Group’s Chief Executive Officer and Chief Financial Officer during the period in which the Covered Reports are prepared so as to allow timely decisions regarding required disclosure.

- Whether the appropriate persons are involved in reviewing the Covered Reports and how carefully they have reviewed them.

In reviewing the implementation of disclosure controls and procedures, particular attention should be given to any problems or issues that arose since the most recent evaluation of the Company's disclosure controls and procedures.

Review of Internal Controls and Procedures. The Group's Chief Executive Officer and Chief Financial Officer, together with the Disclosure Committee and other members of management, should evaluate the Company's internal controls and procedures as they relate to the Company's ability to record, process, summarize and report financial data each quarter in accordance with the Applicable Requirements.

In evaluating the substance of these internal controls and procedures as well as their implementation, sufficient time should be allowed to ensure that any deficiencies or unexpected developments can be corrected prior to the assessment that forms the basis of certification and to permit review by the Group's Chief Executive Officer and Chief Financial Officer for purposes of certification.

In evaluating these internal controls and procedures, consideration should be given to the following:

- Are the financial controls and reporting procedures sufficient to produce materially accurate and complete results on a consistent basis?
- What accounting controls exist to detect fraud? Are they adequate?
- Are there any weaknesses in the financial control procedures? Are there any weaknesses in the non-financial control procedures? How are these weaknesses being addressed?
- Have the internal auditors or the Company's independent registered public accounting firm raised any issues in the past three years about the adequacy of the Company's internal accounting controls? How have those deficiencies been addressed?
- Were the Company's procedures and controls followed correctly?
- How is that demonstrated and/or recorded?

Procedures to be implemented with respect to other items.

Review of Covered Reports. Covered Reports should be reviewed by the other committees of the Company's Board of Directors, including the Compensation Committee and the Nominating and Governance Committee, as appropriate.

Website. All disclosure policies for information displayed on the Company's website should be periodically reviewed and approved by the Disclosure Committee.

Comments. All SEC, stock exchange and other applicable regulatory authority comments with respect to the Company's Covered Reports and other public disclosures or submissions to such authorities (e.g., certifications to the Nasdaq Stock Market should be reviewed and monitored by the Disclosure Committee.

A record should be kept of the steps taken during the review process.

With respect to each Covered Report, the Company's security department should prepare and maintain a written record of the review process. Such record should list individuals present at each meeting and describe the general topics discussed at the meetings.

Minutes should be kept of the Group's Chief Executive Officer and Chief Financial Officer's review. Schedules or checklists indicating the process used to prepare the report, a list of the participants involved in the preparation of the report and a list of the persons to whom drafts of the report were circulated should be reviewed with the Group's Chief Executive Officer and Chief Financial Officer and retained.

Preparation of the Company's Periodic Reports

- The Company's periodic reports are to be prepared in a collaborative manner with a process that is supportive of the required CEO/CFO certifications.
- Periodic reports should be drafted sufficiently in advance of their filing deadlines to permit time for thoughtful review prior to filing.
- Initial drafts are to be prepared by the Company's accounting department and should reflect all material information discerned from the internal control and affirmation process.
- The Company's disclosure review team should review these initial drafts.
- Revised drafts are to be distributed to a broader group that includes representatives of the Group's operating segments and risk and tax departments. The Company's independent registered public accounting firm and outside legal counsel should also review these drafts and discuss them during in person meetings (where possible) with members of the disclosure review team. These drafts should be discussed during in person meetings (where possible) among members of the disclosure review team, the independent registered public accounting firm, outside legal counsel and others as necessary.
- Revised drafts are to be distributed to a broader group that includes the Group's Chief Executive Officer and Chief Financial Officer and other members of senior management. These drafts are then to be discussed in staged drafting sessions involving the Group's Chief Executive Officer and Chief Financial Officer together with the business, legal and accounting heads from each of the Group's operating segments. The Company's independent registered public accounting firm and outside legal counsel should also participate in these sessions and provide their expertise. These operating segment heads are also to meet separately with the Group's Chief Executive Officer and Chief Financial Officer to review the report and related processes and to provide back-up certificates confirming their agreement with the disclosures contained in the applicable report.
- Counsel to the Company should "form and rule check" each report to confirm that it complies as to form with the relevant rules and regulations.
- Substantially final drafts are then to be distributed to the Company's Board of Directors and discussed with members of its Audit Committee at a meeting called for this purpose.
- The final report is to be filed with the SEC on or before the applicable due date.

WANDA SPORTS GROUP COMPANY LIMITED

302 CERTIFICATION

I, [Chief Executive Officer/Chief Financial Officer], certify that:

1. I have reviewed this annual report on Form 20-F of Wanda Sports Group Company Limited.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Securities Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

[Date]

[Name]
[Title]
[registrant]

WANDA SPORTS GROUP COMPANY LIMITED

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Wanda Sports Group Company Limited (the “Company”) on Form 20-F for the period ending [_____] as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, [_____] [Chief Executive Officer/Chief Financial Officer] of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

[Date]

[Name]
[Title]

Form of Certification

I, [identify the certifying individual by name], certify that:

1. I am the [describe officer's title]. [If appropriate, describe the officer's responsibilities or business unit].
2. I have reviewed the [specify report] of Wanda Sports Group Company Limited (the "Company"), a copy of which is attached to this Certificate (the "Report").
3. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.
4. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Report.
5. [For Disclosure Committee Members only – The Disclosure Committee complied with its policies and procedures and fulfilled its responsibilities with respect to this Report.]
6. [For Disclosure Committee Members only – I have reviewed the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have determined that:
 - (a) such disclosure controls and procedures ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the Disclosure Committee by others within those entities, particularly during the period in which this Report was prepared;
 - (b) such disclosure controls and procedures are effective as of the end of the period covered by this Report based on such evaluation; and
 - (c) this report discloses any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.]

² To be included if back-up certificates to be provided.

7. [For officers other than Disclosure Committee Members – I am responsible for monitoring compliance with all the disclosure controls and procedures applicable to my Group and ensuring that all material information has been made known by the members of my Group to me and to the Group’s Chief Executive Officer, Chief Financial Officer, General Counsel and Disclosure Committee. The disclosure controls and procedures of the operations under my responsibility are effective as of the end of the period covered by the Report.]
8. [For officers other than Disclosure Committee Members – To my knowledge, there are no changes in the Company’s internal control over financial reporting that occurred during the period covered by the Report that materially affect or are reasonably likely to materially affect the Company’s internal control over financial reporting. All necessary internal controls and procedures that ensure appropriate financial reporting are in place and operative within my Group.]
9. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information which I am aware of have been effectively communicated to the Group’s Chief Executive Officer, Chief Financial Officer and Disclosure Committee.
10. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal controls over financial reporting which I am aware of have been effectively communicated to the Group’s Chief Executive Officer, Chief Financial Officer and Disclosure Committee.

[Date]

[Name]
[Title]